

# SIDLEY & AUSTIN

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

2049 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067  
213: 553-8100 TELEX 18-1391

55 EAST 52ND STREET  
NEW YORK, NEW YORK 10055  
212: 486-7717 TELEX 97-1696

1722 EYE STREET, N.W.  
WASHINGTON, D.C. 20006  
202: 429-4000 TELEX 89-463

31 ST. JAMES'S SQUARE  
LONDON, SW1Y 4JR, ENGLAND  
01: 930-5596 TELEX 21781

ONE FIRST NATIONAL PLAZA  
CHICAGO, ILLINOIS 60603  
TELEPHONE 312: 853-7000  
TELEX 25-4364

P.O. BOX 190  
MUSCAT, SULTANATE OF OMAN  
722-411 TELEX 3266

P.O. BOX 4619  
DEIRA, DUBAI-U.A.E.  
9714-283194 TELEX 47216

5 SHENTON WAY  
SINGAPORE 0106  
65 224-5000 TELEX 28754

SIDLEY & AUSTIN & NAGUIB  
AHMED NESSIM STREET, 3  
GIZA, CAIRO, EGYPT  
729-499 TELEX 93750

December 16, 1983

REGISTRATION NO. 14145-A Filed 1425

DEC 19 1983 - 12 15 PM  
INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Secretary:

Enclosed are an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment to ETC Cars Security Agreement No. 2, a secondary document, dated as of December 15, 1983.

The primary document to which the enclosed document is connected is recorded under Recordation No. 14145.

The names and addresses of the parties to the document are as follows:

Grantors: North American Car Corporation  
33 West Monroe Street  
Chicago, Illinois 60603

and

North American Car (Canada) Limited  
33 West Monroe Street  
Chicago, Illinois 60603

Collateral Agent: The First National Bank of Chicago  
One First National Plaza  
Chicago, Illinois 60670

*Robert L. Quinn*  
*Robert L. Quinn*

Secretary, Interstate Commerce Commission  
December 16, 1983  
Page Two

A description of the equipment covered by the enclosed document is set forth in the schedule to such document.

A check in the amount of \$10 payable to the Interstate Commerce Commission is enclosed to cover the filing fee.

Please return the enclosed counterpart and the enclosed copy of this letter, both bearing the filing stamp and recordation number of the Commission, to the person delivering this letter.

A short summary of the document to appear in the index follows:

Amendment dated as of December 15, 1983 to ETC Cars Security Agreement No. 2 dated as of September 8, 1983, Recordation No. 14145, among North American Car Corporation, 33 West Monroe Street, Chicago, Illinois 60603, North American Car (Canada) Limited, 33 West Monroe Street, Chicago, Illinois 60603 and The First National Bank of Chicago, One First National Plaza, Chicago, Illinois 60670, as Collateral Agent, amending and restating in its entirety Schedule 1 to such Security Agreement.

Yours very truly,



Thomas J. Gregg/ek  
Enclosures

RECORDATION NO. 14145-A  
Filed 1425

[Cars subject to Second  
1970 Agreement]

DEC 19 1983 - 12 15 PM

INTERSTATE COMMERCE COMMISSION AMENDMENT TO

ETC Cars Security Agreement No. 2

THIS AMENDMENT TO ETC Cars Security Agreement No. 2, dated as of December 15, 1983, is entered into by and among North American Car Corporation, a Delaware corporation (the "Company"), North American Car (Canada) Limited, an Ontario corporation (the "Canadian Company"), and The First National Bank of Chicago, a national banking association (the "Collateral Agent"), not individually but as Collateral Agent under that certain Master Credit Terms Agreement referred to in the Security Agreement hereinafter mentioned.

#### RECITALS

1. The Company, the Canadian Company and the Collateral Agent entered into an ETC Cars Security Agreement No. 2 dated as of September 8, 1983 (the "Security Agreement"), which was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act on September 12, 1983 and assigned Recordation No. 14145, pursuant to which the Company and the Canadian Company granted to and created in favor of the Collateral Agent a security interest in certain rights of

the Company and the Canadian Company in and to the units of railroad equipment described in Schedule 1 thereto.

2. In order to induce the Collateral Agent to release collateral from certain security agreements among the Company, the Canadian Company and the Collateral Agent and to subordinate its security interest under certain other security agreements among them, the Company and the Canadian Company desire to grant to and create in favor of the Collateral Agent a security interest in certain rights of the Company in and to additional units of railroad equipment and to amend and restate Schedule 1 to the Security Agreement in its entirety to describe the units of railroad equipment described in Schedule 1 to the Security Agreement as originally executed and such additional units of railroad equipment.

NOW, THEREFORE, in consideration of the foregoing, the Company, the Canadian Company and the Collateral Agent hereby agree as follows:

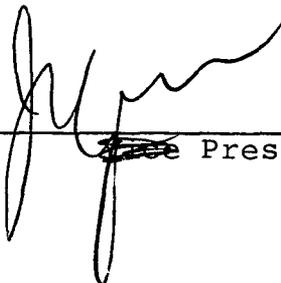
1. The Company and the Canadian Company hereby confirm to the Collateral Agent the security interest granted and created by the Security Agreement as originally executed and grant to and create in favor of the Collateral Agent a security interest in all of their right, title and interest described in Granting Clauses First through Fourth,

inclusive, of the Security Agreement in and to all units of railroad equipment described in Schedule 1 hereto which were not described in Schedule 1 to the Security Agreement as originally executed, such security interest to attach on the later of the date of this Amendment or the date determined pursuant to Section 2 of the Security Agreement, to be subject to the Existing Prior Lien Agreement referred to in the Security Agreement and to be subject to all the terms and conditions of the Security Agreement, including, without limitation, any provision of the Security Agreement voiding the security interest granted and created hereby in the event of a finding by a court that such security interest would constitute a default or an event of default under the Existing Prior Lien Agreement.

2. Schedule 1 to the Security Agreement as originally executed is hereby amended and restated in its entirety to read as set forth in Schedule 1 hereto.

3. Except as expressly provided herein, the Security Agreement shall remain in full force and effect.

NORTH AMERICAN CAR CORPORATION

By  \_\_\_\_\_  
President

Attest:

  
\_\_\_\_\_  
Assistant Secretary



NORTH AMERICAN CAR (CANADA) LIMITED

BY *[Signature]*  
~~Vice President~~

Attest:

*[Signature]*  
Assistant Secretary

THE FIRST NATIONAL BANK OF CHICAGO

BY *[Signature]*  
~~Vice President~~

Attest:

*[Signature]*  
~~Assistant Secretary~~  
Loan Officer



STATE OF ILLINOIS )  
                          ) ss:  
COUNTY OF COOK     )

On this 15th day of December, 1983, before me personally appeared R. K. Coulton, to me personally known, who, being by me duly sworn, says that he is a Vice President of The First National Bank of Chicago, a national banking association, that one of the seals affixed to the foregoing instrument is the seal of said national banking association and that said instrument was on December 15, 1983, signed and sealed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Susan A. Norris  
Notary Public

My commission expires 10-1-85

NORTH AMERICAN CAR CORPORATION  
 CARS OWNED BY NAC  
 FORMERLY CARS IN 2ND 1970 ETC

SERIAL NUMBER	CAPACITY	CAR TYPE	AAR VALUE	NO. OF CARS
002426	10950 GALS.	TANK	5,600.00	
003800	10958 GALS.	TANK	4,551.83	
003801	10895 GALS.	TANK	4,550.00	
003804	10947 GALS.	TANK	4,550.00	
003815	10912 GALS.	TANK	4,550.00	
004301	04397 CU/FT	ALL DOOR	41,390.82	
004302	04397 CU/FT	ALL DOOR	41,390.49	
004303	04397 CU/FT	ALL DOOR	41,390.49	
004305	04397 CU/FT	ALL DOOR	41,390.49	
004306	04397 CU/FT	ALL DOOR	41,390.49	
004307	04397 CU/FT	ALL DOOR	41,390.49	
004308	04397 CU/FT	ALL DOOR	41,390.49	
004309	04397 CU/FT	ALL DOOR	41,390.49	
004311	04397 CU/FT	ALL DOOR	40,182.59	
004312	04397 CU/FT	ALL DOOR	41,390.49	
004313	04397 CU/FT	ALL DOOR	41,390.49	
004315	04397 CU/FT	ALL DOOR	41,390.49	
004318	04397 CU/FT	ALL DOOR	41,390.49	
004321	04397 CU/FT	ALL DOOR	41,390.49	
004322	04397 CU/FT	ALL DOOR	41,390.49	
004323	04397 CU/FT	ALL DOOR	41,390.49	
004324	04377 CU/FT	ALL DOOR	41,390.49	
004325	04397 CU/FT	ALL DOOR	41,390.49	
004326	04397 CU/FT	ALL DOOR	40,182.59	
004327	04397 CU/FT	ALL DOOR	41,390.49	
004329	04397 CU/FT	ALL DOOR	41,390.49	
004330	04397 CU/FT	ALL DOOR	41,390.49	
004332	04397 CU/FT	ALL DOOR	41,390.49	
004333	04397 CU/FT	ALL DOOR	41,390.49	
004334	04397 CU/FT	ALL DOOR	41,390.49	
004335	04397 CU/FT	ALL DOOR	41,390.49	
004336	04397 CU/FT	ALL DOOR	41,390.49	
004337	04397 CU/FT	ALL DOOR	41,390.49	
004338	04397 CU/FT	ALL DOOR	41,390.49	
004339	04397 CU/FT	ALL DOOR	41,390.49	
004341	04397 CU/FT	ALL DOOR	41,390.49	
004346	04397 CU/FT	ALL DOOR	41,390.49	
004350	04397 CU/FT	ALL DOOR	41,390.49	
008229	20607 GALS.	TANK	35,621.78	
008230	20607 GALS.	TANK	35,621.78	
008231	20568 GALS.	TANK	35,621.78	
008232	20753 GALS.	TANK	41,492.55	
008235	20715 GALS.	TANK	43,804.50	
008236	20769 GALS.	TANK	43,804.50	
008237	20765 GALS.	TANK	43,992.51	
008238	20731 GALS.	TANK	44,032.35	
008239	20723 GALS.	TANK	44,032.43	
008240	20745 GALS.	TANK	44,032.43	
008241	20745 GALS.	TANK	44,032.43	

SCHEDULE 1A

NORTH AMERICAN CAR CORPORATION  
 CARS OWNED BY NAC  
 FORMERLY CARS IN 2ND 1970 ETC

SERIAL NUMBER	CAPACITY	CAR TYPE	AAR VALUE	NO. OF CARS
008242	20767 GALS.	TANK	44,032.43	
008243	20759 GALS.	TANK	44,032.43	
008244	20730 GALS.	TANK	44,032.43	
008930	11496 GALS.	TANK	196.20	
008947	11502 GALS.	TANK	198.90	
008952	11600 GALS.	TANK	183.30	
014938	10357 GALS.	TANK	5,111.22	
014967	10569 GALS.	TANK	4,970.84	
014970	10572 GALS.	TANK	4,970.84	
015413	11031 GALS.	TANK	4,393.24	
015428	11033 GALS.	TANK	4,393.24	
015435	11045 GALS.	TANK	4,393.24	
015447	10969 GALS.	TANK	4,393.24	
018111	08085 GALS.	TANK	7,855.93	
018112	08064 GALS.	TANK	7,855.93	
018114	08068 GALS.	TANK	7,855.93	
018117	08046 GALS.	TANK	7,855.93	
018118	08059 GALS.	TANK	7,855.93	
018119	08052 GALS.	TANK	8,040.77	
018120	08065 GALS.	TANK	8,040.77	
018257	08076 GALS.	TANK	10,026.60	
018305	10484 GALS.	TANK	195.90	
018306	10530 GALS.	TANK	197.70	
019266	08329 GALS.	TANK	21,801.67	
019267	08322 GALS.	TANK	21,316.29	
019268	08337 GALS.	TANK	21,316.29	
020127	20462 GALS.	TANK	37,617.68	
020128	20471 GALS.	TANK	37,617.68	
020140	20408 GALS.	TANK	53,226.32	
021283	20749 GALS.	TANK	24,671.87	
021284	20736 GALS.	TANK	24,671.87	
021285	20684 GALS.	TANK	24,671.87	
021286	20745 GALS.	TANK	24,671.87	
021288	20745 GALS.	TANK	24,671.87	
021290	20530 GALS.	TANK	26,155.20	
021319	20483 GALS.	TANK	27,394.10	
021323	20545 GALS.	TANK	33,591.16	
021329	20553 GALS.	TANK	32,518.26	
021338	20530 GALS.	TANK	26,506.82	
021369	20537 GALS.	TANK	25,353.84	
021415	20530 GALS.	TANK	27,771.64	
021429	20530 GALS.	TANK	33,784.06	
021471	20546 GALS.	TANK	28,298.94	
021516	20556 GALS.	TANK	34,775.13	
021709	20740 GALS.	TANK	25,559.63	
021710	20774 GALS.	TANK	25,559.63	
021711	20547 GALS.	TANK	26,584.29	
021746	20730 GALS.	TANK	25,683.55	
021747	20738 GALS.	TANK	25,683.61	

NORTH AMERICAN CAR CORPORATION  
 CARS OWNED BY NAC  
 FORMERLY CARS IN 2ND 1970 ETC

SERIAL NUMBER	CAPACITY	CAR TYPE	AAR VALUE	NO. OF CARS
021748	20734 GALS.	TANK	25,683.61	
021749	20732 GALS.	TANK	25,683.61	
021750	20735 GALS.	TANK	25,683.61	
021752	20710 GALS.	TANK	25,683.61	
021753	20736 GALS.	TANK	25,683.61	
021754	20738 GALS.	TANK	25,683.61	
021755	20716 GALS.	TANK	25,683.61	
021756	20730 GALS.	TANK	25,627.23	
023090	10029 GALS.	TANK	28,955.17	
023462	20764 GALS.	TANK	41,915.39	
023463	20745 GALS.	TANK	41,915.39	
023464	20735 GALS.	TANK	41,915.39	
023465	20747 GALS.	TANK	41,915.24	
023466	20742 GALS.	TANK	42,641.65	
023467	20764 GALS.	TANK	42,641.72	
023470	20753 GALS.	TANK	42,641.72	
026225	10196 GALS.	TANK	32,352.86	
026226	10202 GALS.	TANK	32,352.86	
026229	10202 GALS.	TANK	32,352.86	
026230	10202 GALS.	TANK	32,352.86	
026231	10126 GALS.	TANK	32,352.86	
026232	10190 GALS.	TANK	32,352.86	
026234	10126 GALS.	TANK	32,352.86	
026236	10132 GALS.	TANK	32,352.86	
026237	10196 GALS.	TANK	32,352.86	
026238	10202 GALS.	TANK	32,352.86	
026239	10202 GALS.	TANK	32,352.86	
026242	10196 GALS.	TANK	32,352.86	
026243	10196 GALS.	TANK	32,352.86	
026244	10196 GALS.	TANK	32,352.86	
026245	10126 GALS.	TANK	32,352.86	
026246	10106 GALS.	TANK	32,352.86	
026248	10196 GALS.	TANK	32,352.86	
026249	10124 GALS.	TANK	32,352.86	
026251	10202 GALS.	TANK	31,301.89	
026253	10196 GALS.	TANK	31,301.89	
026254	10119 GALS.	TANK	31,301.89	
026255	10196 GALS.	TANK	31,301.89	
026256	10202 GALS.	TANK	31,301.89	
026257	10202 GALS.	TANK	31,301.89	
026258	10196 GALS.	TANK	31,301.89	
026259	10196 GALS.	TANK	31,301.89	
026260	10196 GALS.	TANK	31,301.89	
026261	10191 GALS.	TANK	31,301.89	
026262	10196 GALS.	TANK	31,301.89	
026263	10196 GALS.	TANK	31,301.89	
026264	10196 GALS.	TANK	31,301.89	
026265	10196 GALS.	TANK	31,301.89	
026267	10196 GALS.	TANK	31,301.89	

NORTH AMERICAN CAR CORPORATION  
 CARS OWNED BY NAC  
 FORMERLY CARS IN 2ND 1970 ETC

SERIAL NUMBER	CAPACITY	CAR TYPE	AAR VALUE	NO. OF CARS
026268	10196 GALS.	TANK	31,301.89	
026269	10202 GALS.	TANK	31,301.89	
026270	10196 GALS.	TANK	31,301.89	
026271	10196 GALS.	TANK	31,301.89	
026272	10196 GALS.	TANK	31,301.89	
026273	10196 GALS.	TANK	31,301.89	
026274	10202 GALS.	TANK	31,502.54	
026275	10202 GALS.	TANK	31,502.54	
026276	10196 GALS.	TANK	31,502.54	
026277	10124 GALS.	TANK	31,502.54	
026278	10196 GALS.	TANK	31,502.54	
026279	10196 GALS.	TANK	31,502.54	
026280	10202 GALS.	TANK	31,502.54	
026281	10196 GALS.	TANK	31,502.54	
026282	10124 GALS.	TANK	31,502.54	
026283	10202 GALS.	TANK	31,502.54	
026284	10183 GALS.	TANK	31,502.54	
026286	10188 GALS.	TANK	31,502.54	
026287	10193 GALS.	TANK	31,502.54	
026288	10183 GALS.	TANK	31,502.54	
026289	10196 GALS.	TANK	31,502.54	
026290	10202 GALS.	TANK	31,502.54	
026291	10123 GALS.	TANK	31,502.54	
026292	10196 GALS.	TANK	31,502.54	
026293	10202 GALS.	TANK	31,502.54	
026294	10196 GALS.	TANK	31,502.54	
026295	10202 GALS.	TANK	31,502.54	
026296	10202 GALS.	TANK	31,502.54	
026297	10202 GALS.	TANK	31,703.20	
026298	10202 GALS.	TANK	31,703.20	
026299	10122 GALS.	TANK	31,703.20	
026300	10124 GALS.	TANK	31,703.20	
026301	10188 GALS.	TANK	31,703.20	
026302	10193 GALS.	TANK	31,703.20	
026303	10196 GALS.	TANK	31,703.20	
026304	10196 GALS.	TANK	31,703.20	
026305	10202 GALS.	TANK	31,703.20	
026306	10202 GALS.	TANK	31,703.20	
026308	10202 GALS.	TANK	31,703.20	
026309	10196 GALS.	TANK	31,703.20	
026310	10202 GALS.	TANK	31,703.20	
026311	10196 GALS.	TANK	31,703.20	
026312	10202 GALS.	TANK	31,703.20	
026313	10183 GALS.	TANK	31,703.20	
026314	10118 GALS.	TANK	31,703.20	
026315	10196 GALS.	TANK	31,703.20	
026316	10183 GALS.	TANK	31,703.20	
026317	10196 GALS.	TANK	31,703.20	
026318	10193 GALS.	TANK	31,703.20	

NORTH AMERICAN CAR CORPORATION  
CARS OWNED BY NAC  
FORMERLY CARS IN 2ND 1970 ETC

SERIAL NUMBER	CAPACITY	CAR TYPE	AAR VALUE	NO. OF CARS
026319	10202 GALS.	TANK	31,703.20	
026320	10183 GALS.	TANK	31,703.20	
026324	10196 GALS.	TANK	31,703.20	
029960	30007 GALS.	TANK	37,282.57	
029961	29987 GALS.	TANK	37,282.57	
029962	29996 GALS.	TANK	37,282.57	
029963	30015 GALS.	TANK	37,282.57	
029964	30036 GALS.	TANK	37,282.57	
029965	30005 GALS.	TANK	37,282.57	
029966	30093 GALS.	TANK	37,282.57	
029967	29971 GALS.	TANK	37,282.57	
029968	30003 GALS.	TANK	37,282.57	
029969	30034 GALS.	TANK	37,282.57	
029970	30018 GALS.	TANK	37,661.46	
029971	30031 GALS.	TANK	37,661.46	
029972	29962 GALS.	TANK	37,661.46	
029973	29998 GALS.	TANK	37,661.46	
029974	30019 GALS.	TANK	37,661.44	
030150	02893 CU/FT	HOPPER	3,640.00	
031008	31242 GALS.	TANK	39,056.51	
031431	02003 CU/FT	HOPPER	4,142.48	
034476	33882 GALS.	TANK	41,847.26	
034477	33976 GALS.	TANK	41,847.26	
034478	33997 GALS.	TANK	41,847.26	
034479	33955 GALS.	TANK	41,847.26	
034480	33838 GALS.	TANK	41,847.26	
034481	34033 GALS.	TANK	41,847.29	
034482	33939 GALS.	TANK	41,362.21	
034483	34066 GALS.	TANK	41,539.00	
034484	33946 GALS.	TANK	41,539.00	
034485	34010 GALS.	TANK	41,539.00	
034486	34010 GALS.	TANK	41,539.00	
034487	33902 GALS.	TANK	41,539.00	
034488	34024 GALS.	TANK	41,826.79	
034489	33968 GALS.	TANK	41,826.75	
034490	33929 GALS.	TANK	42,004.74	
034491	33981 GALS.	TANK	41,826.75	
034492	34004 GALS.	TANK	41,826.75	
034493	34096 GALS.	TANK	41,731.51	
034494	34016 GALS.	TANK	41,731.47	
034495	34032 GALS.	TANK	41,909.05	
034496	34104 GALS.	TANK	41,731.47	
034497	34050 GALS.	TANK	41,731.47	
034499	34009 GALS.	TANK	42,036.79	
034500	33954 GALS.	TANK	42,036.79	
034502	33988 GALS.	TANK	42,036.79	
034503	34030 GALS.	TANK	42,036.79	
034504	33938 GALS.	TANK	42,036.79	
034505	34005 GALS.	TANK	42,036.79	

NORTH AMERICAN CAR CORPORATION  
 CARS OWNED BY NAC  
 FORMERLY CARS IN 2ND 1970 ETC

SERIAL NUMBER	CAPACITY	CAR TYPE	AAR VALUE	NO. OF CARS
034506	34003 GALS.	TANK	42,036.79	
034507	33940 GALS.	TANK	42,036.79	
034508	33990 GALS.	TANK	42,036.79	
034509	34012 GALS.	TANK	42,036.79	
034510	33938 GALS.	TANK	42,036.79	
034511	34002 GALS.	TANK	42,036.79	
034512	33965 GALS.	TANK	42,036.79	
034513	33936 GALS.	TANK	42,036.79	
034514	33931 GALS.	TANK	42,036.79	
034515	33902 GALS.	TANK	42,036.79	
034516	33968 GALS.	TANK	42,036.79	
034517	33999 GALS.	TANK	42,036.79	
034518	33998 GALS.	TANK	42,036.79	
034519	33968 GALS.	TANK	42,036.79	
034520	33958 GALS.	TANK	42,036.79	
034521	33976 GALS.	TANK	42,036.79	
034522	33968 GALS.	TANK	42,036.79	
034523	33925 GALS.	TANK	42,036.79	
034524	33968 GALS.	TANK	42,036.79	
034525	33953 GALS.	TANK	42,036.79	
034526	33995 GALS.	TANK	42,036.79	
034527	33940 GALS.	TANK	42,036.79	
034529	33898 GALS.	TANK	42,036.79	
034530	33970 GALS.	TANK	42,036.79	
034531	33975 GALS.	TANK	42,036.79	
034532	33978 GALS.	TANK	42,036.79	
034533	33989 GALS.	TANK	42,036.79	
034621	33915 GALS.	TANK	42,228.38	
034622	34025 GALS.	TANK	42,228.34	
034623	33955 GALS.	TANK	42,228.34	
034625	33922 GALS.	TANK	42,228.34	
034626	33994 GALS.	TANK	42,228.34	
034627	34044 GALS.	TANK	42,228.34	
034629	33952 GALS.	TANK	42,228.34	
034630	33988 GALS.	TANK	42,228.34	
034631	33961 GALS.	TANK	42,228.34	
034632	33954 GALS.	TANK	42,228.34	
034634	34005 GALS.	TANK	42,228.34	
034635	34065 GALS.	TANK	42,228.34	
034637	34059 GALS.	TANK	42,228.34	
034647	34125 GALS.	TANK	41,547.11	
034648	34042 GALS.	TANK	41,207.90	
034649	34116 GALS.	TANK	41,207.83	
034650	34081 GALS.	TANK	41,207.83	
034651	34082 GALS.	TANK	41,207.83	
034653	34032 GALS.	TANK	41,918.31	
034654	34042 GALS.	TANK	41,207.83	
034655	34052 GALS.	TANK	41,207.83	
034656	34062 GALS.	TANK	41,207.83	

NORTH AMERICAN CAR CORPORATION  
 CARS OWNED BY NAC  
 FORMERLY CARS IN 2ND 1970 ETC

SERIAL NUMBER	CAPACITY	CAR TYPE	AAR VALUE	NO. OF CARS
034657	34067	GALS. TANK	41,207.83	
034660	34068	GALS. TANK	41,655.83	
034662	33983	GALS. TANK	41,655.83	
034665	34096	GALS. TANK	41,655.83	
034666	34033	GALS. TANK	41,655.83	
034667	34052	GALS. TANK	41,655.83	
034670	34024	GALS. TANK	41,731.09	
034671	34052	GALS. TANK	41,910.19	
034672	34052	GALS. TANK	41,731.09	
034673	33992	GALS. TANK	41,731.09	
034674	34046	GALS. TANK	41,910.19	
034676	33993	GALS. TANK	41,910.19	
034677	34066	GALS. TANK	41,910.19	
034680	34067	GALS. TANK	41,910.19	
034681	34013	GALS. TANK	41,910.19	
034682	34059	GALS. TANK	41,910.19	
034684	34061	GALS. TANK	41,910.19	
034685	34032	GALS. TANK	41,910.19	
034686	34037	GALS. TANK	41,910.19	
034688	33998	GALS. TANK	41,532.43	
034689	34057	GALS. TANK	41,532.56	
034690	34022	GALS. TANK	41,532.56	
034691	34077	GALS. TANK	41,532.56	
034692	34077	GALS. TANK	41,532.56	
034693	34111	GALS. TANK	41,532.56	
034696	34033	GALS. TANK	41,532.56	
034698	34037	GALS. TANK	41,532.56	
034703	34047	GALS. TANK	41,548.48	
035525	02931	CU/FT HOPPER	34,274.00	
057902	05750	CU/FT HOPPER	.00	
071372	20795	GALS. TANK	44,654.11	
071373	20769	GALS. TANK	44,654.11	
071374	20789	GALS. TANK	44,654.09	
071380	20757	GALS. TANK	40,218.73	
071532	26741	GALS. TANK	43,389.20	
090210	04180	CU/FT HOPPER	37,936.01	
090211	04180	CU/FT HOPPER	37,936.01	
090212	04180	CU/FT HOPPER	37,936.01	
090213	04180	CU/FT HOPPER	37,936.01	
090214	04180	CU/FT HOPPER	37,936.01	
090215	04180	CU/FT HOPPER	37,936.01	
090216	04180	CU/FT HOPPER	37,936.01	
090217	04180	CU/FT HOPPER	37,936.01	
090218	04180	CU/FT HOPPER	37,936.01	
090219	04180	CU/FT HOPPER	37,936.01	
090220	04180	CU/FT HOPPER	37,936.01	
090221	04180	CU/FT HOPPER	37,936.01	
090222	04180	CU/FT HOPPER	37,936.01	
090223	04180	CU/FT HOPPER	37,936.01	

NORTH AMERICAN CAR CORPORATION  
 CARS OWNED BY NAC  
 FORMERLY CARS IN 2ND 1970 ETC

SERIAL NUMBER	CAPACITY	CAR TYPE	AAR VALUE	NO. OF CARS
090224	04180	CU/FT HOPPER	37,936.01	
090225	04180	CU/FT HOPPER	37,936.01	
090226	04180	CU/FT HOPPER	37,936.01	
090227	04180	CU/FT HOPPER	37,936.01	
090228	04180	CU/FT HOPPER	37,936.01	
090229	04180	CU/FT HOPPER	37,936.01	
475007	04750	CU/FT HOPPER	35,569.02	
475097	04750	CU/FT HOPPER	35,411.87	
475098	04750	CU/FT HOPPER	35,411.87	
475100	04750	CU/FT HOPPER	35,569.02	
475102	04750	CU/FT HOPPER	35,411.87	
475104	04750	CU/FT HOPPER	35,411.87	
475105	04750	CU/FT HOPPER	35,411.87	
475108	04750	CU/FT HOPPER	35,569.02	
475109	04750	CU/FT HOPPER	35,411.87	
475110	04750	CU/FT HOPPER	35,411.87	
475111	04750	CU/FT HOPPER	35,411.87	
475113	04750	CU/FT HOPPER	35,411.87	
475114	04750	CU/FT HOPPER	35,411.87	
475134	04750	CU/FT HOPPER	35,411.87	
475135	04750	CU/FT HOPPER	35,569.02	
475154	04750	CU/FT HOPPER	35,569.02	
475156	04750	CU/FT HOPPER	35,411.87	
480707	04750	CU/FT HOPPER	33,511.92	
489129	04750	CU/FT HOPPER	42,935.02	
FINAL TOTALS			12,731,249.85	368

368 RECORDS TOTALFD

NORTH AMERICAN CAR CORPORATION  
 CARS OWNED BY NAC - CANADA LTD. FLEET INFORMATION  
 FORMERLY CARS IN 2ND 1970 ETC

SERIAL NUMBER	CAPACITY	CAR TYPE	AAR VALUE	NO. OF CARS
000550	00000 CU/FT	FLATCAR	26,826.78	
000551	00000 CU/FT	FLATCAR	26,826.78	
009316	00000 CU/FT	FLATCAR	35,185.79	
009317	00000 CU/FT	FLATCAR	35,185.79	
009318	00000 CU/FT	FLATCAR	35,185.79	
009319	00000 CU/FT	FLATCAR	35,185.79	
009320	00000 CU/FT	FLATCAR	35,185.79	
009321	00000 CU/FT	FLATCAR	35,185.79	
009322	00000 CU/FT	FLATCAR	35,185.79	
009323	00000 CU/FT	FLATCAR	35,185.79	
009324	00000 CU/FT	FLATCAR	35,185.79	
009325	00000 CU/FT	FLATCAR	35,185.79	
009326	00000 CU/FT	FLATCAR	35,185.79	
009327	00000 CU/FT	FLATCAR	35,185.79	
009328	00000 CU/FT	FLATCAR	35,185.79	
009330	00000 CU/FT	FLATCAR	35,185.79	
009331	00000 CU/FT	FLATCAR	35,185.79	
009332	00000 CU/FT	FLATCAR	35,185.79	
009333	00000 CU/FT	FLATCAR	35,185.79	
009334	00000 CU/FT	FLATCAR	35,185.79	
009335	00000 CU/FT	FLATCAR	35,185.79	
009336	00000 CU/FT	FLATCAR	35,185.79	
009337	00000 CU/FT	FLATCAR	35,185.79	
009338	00000 CU/FT	FLATCAR	35,185.79	
009339	00000 CU/FT	FLATCAR	35,185.79	
009340	00000 CU/FT	FLATCAR	35,185.79	
009341	00000 CU/FT	FLATCAR	35,185.79	
009342	00000 CU/FT	FLATCAR	35,185.79	
009343	00000 CU/FT	FLATCAR	35,185.79	
009344	00000 CU/FT	FLATCAR	35,185.79	
009345	00000 CU/FT	FLATCAR	35,185.79	
009346	00000 CU/FT	FLATCAR	35,185.79	
009347	00000 CU/FT	FLATCAR	35,185.79	
009348	00000 CU/FT	FLATCAR	35,185.79	
009349	00000 CU/FT	FLATCAR	35,185.79	
009350	00000 CU/FT	FLATCAR	35,185.79	
009351	00000 CU/FT	FLATCAR	35,185.79	
009352	00000 CU/FT	FLATCAR	35,185.79	
010151	00000 CU/FT	FLATCAR	21,047.12	
010152	00000 CU/FT	FLATCAR	21,047.12	
010154	00000 CU/FT	FLATCAR	21,047.12	
010155	00000 CU/FT	FLATCAR	21,047.12	
010156	00000 CU/FT	FLATCAR	21,047.12	
010158	00000 CU/FT	FLATCAR	21,047.12	
010160	00000 CU/FT	FLATCAR	21,047.12	
010161	00000 CU/FT	FLATCAR	21,047.12	
010162	00000 CU/FT	FLATCAR	21,047.12	
010163	00000 CU/FT	FLATCAR	21,047.12	
010164	00000 CU/FT	FLATCAR	21,047.12	

SCHEDULE 1B

SERIAL NUMBER	CAPACITY	CAR TYPE	AAR VALUE	NO. OF CARS
010165	00000	CU/FT FLATCAR	21,047.12	
010166	00000	CU/FT FLATCAR	21,047.12	
010167	00000	CU/FT FLATCAR	21,047.12	
010168	00000	CU/FT FLATCAR	21,047.12	
010169	00000	CU/FT FLATCAR	21,047.12	
010170	00000	CU/FT FLATCAR	21,047.12	
010171	00000	CU/FT FLATCAR	21,047.12	
010172	00000	CU/FT FLATCAR	21,047.12	
010173	00000	CU/FT FLATCAR	21,047.12	
010174	00000	CU/FT FLATCAR	21,047.12	
010175	00000	CU/FT FLATCAR	21,047.12	
010176	00000	CU/FT FLATCAR	21,047.12	
010177	00000	CU/FT FLATCAR	21,047.12	
010178	00000	CU/FT FLATCAR	21,047.12	
010179	00000	CU/FT FLATCAR	21,047.12	
010180	00000	CU/FT FLATCAR	21,047.12	
010181	00000	CU/FT FLATCAR	21,047.12	
010182	00000	CU/FT FLATCAR	21,047.12	
010183	00000	CU/FT FLATCAR	21,047.12	
010184	00000	CU/FT FLATCAR	21,047.12	
010185	00000	CU/FT FLATCAR	21,047.12	
010186	00000	CU/FT FLATCAR	21,047.12	
010187	00000	CU/FT FLATCAR	21,047.12	
010188	00000	CU/FT FLATCAR	21,047.12	
010189	00000	CU/FT FLATCAR	21,047.12	
010190	00000	CU/FT FLATCAR	21,047.12	
010191	00000	CU/FT FLATCAR	21,047.12	
010193	00000	CU/FT FLATCAR	21,047.12	
010194	00000	CU/FT FLATCAR	21,183.50	
010195	00000	CU/FT FLATCAR	21,047.12	
010197	00000	CU/FT FLATCAR	21,183.50	
010198	00000	CU/FT FLATCAR	21,047.12	
010199	00000	CU/FT FLATCAR	21,183.50	
010200	00000	CU/FT FLATCAR	21,047.12	
010201	00000	CU/FT FLATCAR	21,183.50	
010202	00000	CU/FT FLATCAR	21,183.50	
010203	00000	CU/FT FLATCAR	21,183.50	
010204	00000	CU/FT FLATCAR	21,183.50	
010205	00000	CU/FT FLATCAR	21,183.50	
010206	00000	CU/FT FLATCAR	21,183.50	
010207	00000	CU/FT FLATCAR	21,183.50	
010208	00000	CU/FT FLATCAR	21,047.12	
010209	00000	CU/FT FLATCAR	21,183.50	
010210	00000	CU/FT FLATCAR	21,183.50	
010211	00000	CU/FT FLATCAR	21,183.50	
010212	00000	CU/FT FLATCAR	21,047.12	
010213	00000	CU/FT FLATCAR	21,183.50	
010214	00000	CU/FT FLATCAR	21,183.50	
010215	00000	CU/FT FLATCAR	21,047.12	

SERIAL NUMBER	CAPACITY	CAR TYPE	AAR VALUE	NO. OF CARS
010216	00000	CU/FT FLATCAR	21,183.50	
010217	00000	CU/FT FLATCAR	21,183.50	
010218	00000	CU/FT FLATCAR	21,183.50	
010219	00000	CU/FT FLATCAR	21,183.50	
010220	00000	CU/FT FLATCAR	21,047.12	
010221	00000	CU/FT FLATCAR	21,183.50	
010222	00000	CU/FT FLATCAR	21,183.50	
010223	00000	CU/FT FLATCAR	21,183.50	
010224	00000	CU/FT FLATCAR	21,183.50	
010225	00000	CU/FT FLATCAR	21,183.50	
021330	20522	GALS. TANK	26,506.82	
021331	20537	GALS. TANK	26,506.82	
021332	20559	GALS. TANK	26,506.82	
021333	20545	GALS. TANK	26,506.82	
021334	08796	GALS. TANK	27,526.32	
021335	20553	GALS. TANK	26,506.82	
021336	20564	GALS. TANK	26,506.82	
021366	20530	GALS. TANK	25,515.33	
021407	20534	GALS. TANK	27,595.87	
021500	20555	GALS. TANK	26,640.02	
070053	03508	CU/FT HOPPER	20,125.75	
070054	03508	CU/FT HOPPER	20,125.75	
070055	03508	CU/FT HOPPER	20,125.75	
070056	03508	CU/FT HOPPER	20,125.75	
070057	03508	CU/FT HOPPER	20,125.75	
070059	03508	CU/FT HOPPER	20,125.75	
070061	03508	CU/FT HOPPER	20,125.75	
070062	03508	CU/FT HOPPER	20,125.75	
070063	03508	CU/FT HOPPER	20,125.75	
070064	03508	CU/FT HOPPER	20,125.75	
070065	03508	CU/FT HOPPER	20,125.75	
070066	03508	CU/FT HOPPER	20,125.75	
070067	03508	CU/FT HOPPER	20,125.75	
070068	03508	CU/FT HOPPER	20,125.75	
070069	03508	CU/FT HOPPER	20,125.75	

FINAL TOTALS

3,365,118.13

133

133 RECORDS TOTALED

See Record # 15039

CERTIFICATE

The undersigned, being duly appointed officers of General Electric Credit Corporation, a <sup>NEW YORK</sup> ~~Delaware~~ corporation ("GECC"), and North American Car Corporation, a Delaware corporation ("NACC"), do hereby certify that the transactions contemplated by the Asset Purchase Agreement, dated the 14th day of February, 1986, as amended, entered into by and among GECC and NACC and certain of its subsidiaries and approved pursuant to orders of the United States Bankruptcy Court for the Central District of California in Case No. LA 84-23401-BR through LA 84-23417-BR authorizing such sale were consummated on July 3, 1986. Pursuant to the orders of the Bankruptcy Court, NACC and its subsidiaries sold each and every railcar owned by them to GECC free and clear of any and all claims, encumbrances, rights and security interests, including the security interests filed with the Interstate Commerce Commission under the recordation numbers listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed as of this 3rd day of July, 1986.

ATTEST:

By *[Signature]*  
ITS ASSISTANT SECRETARY

GENERAL ELECTRIC CREDIT CORPORATION,  
a ~~Delaware~~ <sup>NEW YORK</sup> Corporation

By *[Signature]*  
Its DESIGNATED REPRESENTATIVE

NORTH AMERICAN CAR CORPORATION, a Delaware Corporation

ATTEST:

By *[Signature]*

By *[Signature]*  
Its PRESIDENT